

Exhibit “A”

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PRIME CLERK LLC

Fill in this information to identify the case:

Debtor 1 Sears Holdings Management Corporation

Debtor 2
(Spouse, if filing)

United States Bankruptcy Court for the: Southern District of New York

Case number 18-23553-rdd

☐ Date Stamped Copy Returned
☐ No Self-Addressed Stamped Envelope
☒ No Copy Provided

Official Form 410

Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

Team Design Lighting & Construction, LLC

Name of the current creditor (the person or entity to be paid for this claim)

Other names the creditor used with the debtor

2. Has this claim been acquired from someone else?

☒ No

☐ Yes. From whom?

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?

Robert A. Simon

Name

301 Commerce Street, Suite 3500

Number Street

Fort Worth

TX

76102

City

State

ZIP Code

Contact phone 817-878-0543

Contact email rsimon@whitakerchalk.com

Where should payments to the creditor be sent? (if different)

Chuck Tordiglione

Name

178 Sams Lane

Number Street

Aledo

TX

76008

City

State

ZIP Code

Contact phone 817-443-0330

Contact email chuckt@designbuildusa.net

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

4. Does this claim amend one already filed?

☒ No

☐ Yes. Claim number on court claims registry (if known)

Filed on MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

☒ No

☐ Yes. Who made the earlier filing?



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☐ No
☒ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: 7 4 1 3

7. How much is the claim? \$ 85,621.00 Does this amount include interest or other charges?
☒ No
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
Services performed - repair of light poles after hurricane in St. Croix

9. Is all or part of the claim secured? ☒ No
☐ Yes. The claim is secured by a lien on property.
Nature of property:
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☒ No
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? ☒ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)? ☒ No

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ Yes. Check one:

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	Amount entitled to priority \$ _____
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- ☒ I am the creditor.
☐ I am the creditor's attorney or authorized agent.
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 11/02/2018
MM / DD / YYYY


Signature

Print the name of the person who is completing and signing this claim:

Name Chuck Tordiglione
First name Middle name Last name

Title _____
Company Team Design Lighting & Construction, LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 178 Sams Lane
Number Street
Aledo TX 76008
City State ZIP Code

Contact phone 817-925-6073 Email chuckt@designbuildusa.net

TEAM DESIGN LIGHTING & CONSTRUCTION, LLC

NATIONAL ACCOUNTS & CONSTRUCTION SERVICES

TECHLIGHT ILLUMINATION- GLOBAL LIGHTING & T9 LIGHTING TECHNOLOGY

INVOICE: 81518-Kmart 7413 St Croix

DATE: August 15, 018

To: Sears Holdings Management Corporation Major Maintenance
3333 Beverly Road
Hoffman Estates, IL 60179

Funding Number: 1804039

Store: 7413

Location: St. Croix, VI / District: 278

SITE LIGHTING UPGRADE

Sears Holdings December 21, 2017

Frank Keck

Major Maintenance Property Manager

Cell: 817-937-1602

E-mail: frank.keck@searshc.com

PROJECT: Kmart 7413- St Croix, VI

POLE & LED FIXTURE REPLACEMENT PROPOSAL

MATERIAL TOTAL \$35,648.00

INSTALL -Total \$53,400.00

****Landlord Participation Deducts Applied**

Qualifications

*Remove existing poles & fixtures, replace with proposed equipment.

*Tax is not charged on out of state equipment or labor. Tax may be required to be added to this price*Install may require special terms.

*All out of the country Caribbean work will require 30 day terms.

TOTAL INVOICE \$85,621.00

REMIT PAYMENT TO: TEAM DESIGN BUILD USA

PO Box 358

Aledo, TEXAS 76008

******Terms are net 30 days from the date of invoice. We appreciate your business.**

Please do not hesitate to call if you have any questions.

Sincerely,

Cyndi Rhodes

Accounting A/R

Team Design Build USA

Direct 817-925-6073

Fax 817-443-0363

Team Design Build USA- INVOICE 178 Sam Lane
SITE LIGHTING DECORATIVE LIGHTING

Aledo, Texas 76008
PHOTOMETRICS

817-443-0330/
ENGINEERING

Fax 817-443-0363
INSTALLATION

Exhibit F-2

Sears Holdings Management Corporation Major Maintenance D824FM Application and Certification for Payment

Contractor: Team Design Lighting & Construction LLC Funding#: 1804039

Store # 7413 Location: St. Coix, VI District: 278

Contract Date: 7/10/18

Today's Date: 8/15/18

Amount Requested: 85,621.00

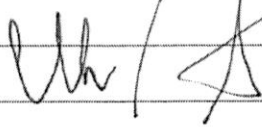
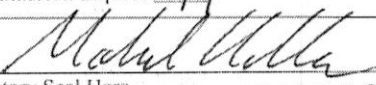
Original Contract Amount: \$85,621.00

Net of All Change Orders: \$ 0.00 Total Earned Less Retainage: \$85,621.00
Revised Contract Amount: \$85,621.00 Less Previous Payments: (\$ 0.00)
Total Completed to Date: \$85,621.00 Current Payment Requested: \$85,621.00
Retainage of 10%: (\$ 0.00) Balance Due with Retainage: \$0.00

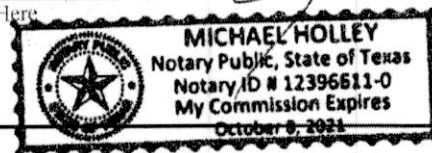
Contractor's Application for Payment

The undersigned Contractor certifies that the Work covered by this Application and Certificate for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from Company, and that the current payment shown is now due. If this Application is for Final Payment, the undersigned Contractor further certifies that all "Punch List" items have been completed, all "Close-Out Documents" have been delivered to Company, and the Project is complete.

Application Number: 1

Contractor 	Notary Information
Signature: _____	Subscribed and sworn before me this <u>15th</u> day of <u>August</u>
Print Name: <u>Anthony C. Tordiglione</u>	My Commission Expires <u>10/8/2021</u>
Date: <u>8/15/18</u>	

Notary Seal Here



Consultant's Certificate for Payment

In accordance with the Contract Documents, based on on-site observations, and the data comprising this application, the Consultant certifies to Company that to the best of the Consultant's knowledge, the Work has progressed as indicated, the quality of work is in accordance with the Contract documents, and the Contractor is entitled to payment of the Amount Certified.

Amount Certified: 85,621.00

Consultant Signature: _____ Date: _____

This Certificate is not negotiable. The Amount Certified is payable only to the Contractor named. Issuance, payment and acceptance of payment are without prejudice to any rights of Company or Contractor under this Agreement. If the Amount Certified differs from the Amount Requested, attach an explanation for the difference. Initial all changes made to Application to conform numbers to Certified Amount

Sears Holdings Management Corporation Major Maintenance 824FM
Updated Schedule of Values

Contractor: Team Design Lighting & Construction LLC

Store #: 7413

Location: St. Croix, VI

District: 278Contract Date: 7/10/18

Today's Date: 8/15/18 Period To: _____

Item Description	Total Scheduled Value	Previous Work Done	Work Done This Period	Materials Stored And Not Invoiced	Total Complete and Stored	Balance To Finish	Retainage
Site Lighting Poles And Fixtures	\$85,621.00	\$0.00	\$85,621.	\$0.00	\$85,621.	\$0.00	\$0.00
Column Totals:	\$85,621.00	\$0.00	\$85,621.	\$0.00	\$85,621.	\$0.00	\$0.00

Signature: _____

Company / Consultant

Signature: _____

Name:

Date: 8/15/18

Date:

Exhibit F-9

**Sears Holdings Management Corporation Major Maintenance
D824FM Final Waiver of Lien and Contractor's Affidavit**

State: TEXAS) Contractor: Team Design Lighting & Construction, LLC
) SS Store# 7413 Location: St. Croix, VI
County: PARKER) Dist: 278 Funding# 1804039

Waiver of Lien:

WHEREAS the undersigned has contracted with Sears Holding Management Corporation on behalf of itself and its affiliates to furnish (Contract Project Description) Site Lighting Poles & Fixtures at the above property location. The undersigned, for and in consideration of (Contract Sum) \$85,621.00 Dollars and other good and valuable consideration, the receipt whereof is hereby acknowledged, or if not received as of this date, on the consideration that payment will be made no later than 60 days after the Owner's receipt of this Final Waiver of Lien and Contractor's Affidavit, does hereby waive and release any and all lien or claim of, or right to, lien, under the statutes of the State of (where the work was performed) St. Croix, VI, relating to liens of mechanics, laborers and materialmen, with respect to and upon the foregoing described property, and the improvements thereon, and with respect to any statutory lien bond, and on the material, fixtures, apparatus or machinery furnished, and on the moneys, funds or other considerations due or to become due from the Owner (or Contractor), on account of labor, services, material, fixtures, apparatus or machinery heretofore furnished, or which may be furnished at any time hereafter, by the undersigned for the foregoing described property.

15th day of August, 2018 Contractor: Team Design Lighting & Construction LLC

Signature: _____ Title: Vice President

Note: All waivers must be for the full amount paid. If waiver is for a corporation, the corporate name should be used and the title of the officer signing the waiver should be set forth. If the waiver is for a partnership, the partnership name should be used, a partner should sign, and under title designate himself as partner.

State: TEXAS)

County: PARKER)

Contractor's Affidavit:

The undersigned, being duly sworn, deposes and says (1) that he has contracted with Sears Holdings Management Corporation to furnish work and/or materials for the property location listed above and for the total Contract Sum including extras listed above on which he has received payment of \$0.00 prior to this payment; (2) that all waivers submitted are true, correct and genuine and delivered unconditionally, and that there is no claim, either legal or equitable, to defeat the validity of said waivers; (3) that the following table lists the names of all parties who have furnished material or labor, or both, for said work and all parties having contracts or subcontracts for specific portions of said work or for material entering into the construction thereof and the amount due or to become due to each and that the items mentioned include all labor and material required to complete said work according to plans and specifications; and (4) that there are no other contracts for said work outstanding, and that there is nothing due or to become due to any person for material, labor or other work of any kind done or to be done upon or in connection with said work other than stated in the following table.

Subcontractor or Supplier	Service or Materials Provided	Amount Contracted	Amount Already Paid	This Pay Request	Balance Due
Team Design Lighting & Construction LLC	Site Lighting Poles & Lights	\$85,621.00	\$0.00	\$85,621.00	\$0.00

Signed this 15th day of August, 2018

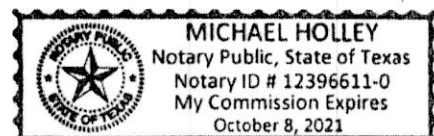
Signature: _____
Title: Vice President

Print Name: A.C. Tordiglione

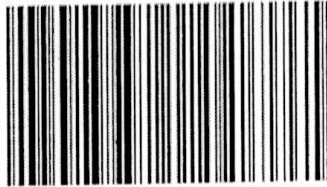
Notary Information

Subscribed and sworn before me this 15th day of August 2018
My Commission Expires 10/8/2021

Notary Seal Here

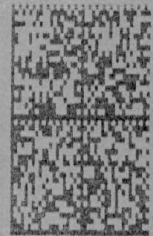


Robert A. Simon
Whitaker Chalk Swindle & Schwartz, PLLC
301 Commerce Street, Suite 3500
Fort Worth, TX 76102



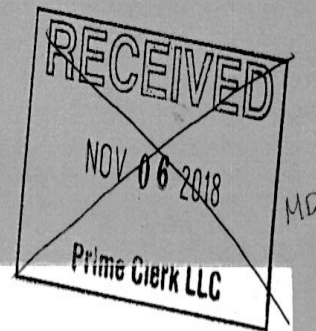
9314 8699 0430 0052 4276 37

RETURN RECEIPT (ELECTRONIC)



Mailed From 7
11/02/2018
032A 00618

RECEIVED
NOV 07 2018
PRIME CLERK LLC

**WHITAKER CHALK SWINDLE & SCHWARTZ PLLC**

301 COMMERCE STREET, SUITE 3500
FORT WORTH, TEXAS 76102-4186

TO:

Prime Clerk, LLC
Claims & Noticing Agent for
Sears Holdings Mgmt. Corp.
830 Third Avenue, 9th Floor
New York, NY 10022